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Proposed Counsel to the Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

Chapter 11

CHINA FISHERY GROUP LIMITED (CAYMAN),

Case No. 16 - _____

Debtor.

In re:

Chapter 11

PACIFIC ANDES INTERNATIONAL
HOLDINGS LIMITED (BERMUDA),

Case No. 16 - _____

Debtor.

In re:

Chapter 11

N.S. HONG INVESTMENTS (BVI) LIMITED,

Case No. 16 - _____

Debtor.

In re:

Chapter 11

SOUTH PACIFIC SHIPPING AGENCY LTD. (BVI),

Case No. 16 - _____

Debtor.

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In re:

**CHINA FISHERIES INTERNATIONAL
LIMITED (SAMOA),**

Debtor.

Chapter 11

Case No. 16 - _____

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In re:

CFGL (SINGAPORE) PRIVATE LIMITED,

Debtor.

Chapter 11

Case No. 16 - _____

-----x
In re:

CHANERY INVESTMENT INC. (BVI),

Debtor.

Chapter 11

Case No. 16 - _____

-----x
In re:

CHAMPION MARITIME LTD (BVI),

Debtor.

Chapter 11

Case No. 16 - _____

-----x
In re:

GROWING MANAGEMENT LIMITED (BVI)

Debtor.

Chapter 11

Case No. 16 - _____

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In re:

TARGET SHIPPING LIMITED (HONG KONG),

Debtor.

Chapter 11

Case No. 16 - _____

In re: **Chapter 11**
FORTRESS AGENTS LIMITED (BVI), **Case No. 16 - _____**
Debtor.

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In re: **Chapter 11**
OCEAN EXPERT INTERNATIONAL
LIMITED (BVI), **Case No. 16 - _____**
Debtor.

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In re: **Chapter 11**
PROTEIN TRADING LIMITED (SAMOA), **Case No. 16 - _____**
Debtor.

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In re: **Chapter 11**
CFG PERU INVESTMENT PTE. LTD.
(SINGAPORE) **Case No. 16**
Debtor.

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In re: **Chapter 11**
SMART GROUP LIMITED (CAYMAN), **Case No. 16 - _____**
Debtor.

In re:

Chapter 11

SUPER INVESTMENT LIMITED (CAYMAN),

Case No. 16 - _____

Debtor.

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**DEBTORS' CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1 AND LOCAL RULE 1007-3**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York, China Fishery Group Limited (Cayman) and certain of its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**") respectfully represent:

1. **China Fishery Group Limited (Cayman).** China Fishery Group Limited (Cayman) is a publicly traded company. The only entity that directly owns 10% or more of equity interests in China Fishery Group Limited (Cayman) is Super Investment Limited (Cayman). The only entities that indirectly own 10% or more of equity interests are Zhonggang Fisheries Limited, Golden Target Pacific Limited, Richtown Development Limited (BVI), Pacific Andes Resources Development Limited, Clamford Holding Limited (BVI), Pacific Andes International Holdings Limited (Bermuda), and N.S. Hong Investment (BVI) Limited.

2. **Pacific Andes International Holdings Limited (Bermuda).** Pacific Andes International Holdings Limited (Bermuda) is a publicly traded company. The only entity that directly owns 10% or more of equity interests in Pacific Andes International Holdings Limited

(Bermuda) is N.S. Hong Investment (BVI) Limited. There are no entities that indirectly own 10% or more of equity interests in Pacific Andes International Holdings Limited (Bermuda).

3. **N.S. Hong Investment (BVI) Limited.** The only entities that directly own 10% or more of equity interests in N.S. Hong Investment (BVI) Limited are R & J Investment Limited, JCNG Investment Limited, NJK Investment Ltd. and Pacific Innovation (BVI) Limited. There are no entities that indirectly own 10% or more of equity interests in N.S. Hong Investment (BVI) Limited. N.S. Hong Investment (BVI) directly owns 10% or more of the equity interests of Pacific Andes International Holdings Limited (Bermuda) which is a publicly traded company.

4. **South Pacific Shipping Agency Ltd. (BVI).** The only entity that directly owns 10% or more of equity interests in South Pacific Shipping Agency Ltd. (BVI) is Smart Group Limited (Cayman). The only entities that indirectly own 10% or more of equity interests in South Pacific Shipping Agency Ltd. (BVI) are China Fishery Group Limited (Cayman), Super Investment Limited (Cayman), Zhonggang Fisheries Limited, Golden Target Pacific Limited, Richtown Development Limited (BVI), Pacific Andes Resources Development Limited, Clamford Holding Limited (BVI), Pacific Andes International Holdings Limited (Bermuda), and N.S. Hong Investment (BVI) Limited.

5. **China Fisheries International Limited (Samoa).** The only entity that directly owns 10% or more of equity interests in China Fisheries International Limited (Samoa) is Smart Group Limited (Cayman). The only entities that indirectly own 10% or more of equity interests in China Fisheries International Limited (Samoa) are China Fishery Group Limited (Cayman), Super Investment Limited (Cayman), Zhonggang Fisheries Limited, Golden Target Pacific Limited, Richtown Development Limited (BVI), Pacific Andes Resources Development Limited,

Clamford Holding Limited (BVI), Pacific Andes International Holdings Limited (Bermuda), and N.S. Hong Investment (BVI) Limited.

6. **CFGL (Singapore) Private Limited.** The only entity that directly owns 10% or more of equity interests in CFGL (Singapore) Private Limited is Champion Maritime Limited (BVI). The only entities that indirectly own 10% or more of equity interests in CFGL (Singapore) Private Limited are China Fisheries International Limited (Samoa), Smart Group Limited (Cayman), China Fishery Group Limited (Cayman), Super Investment Limited (Cayman), Zhonggang Fisheries Limited, Golden Target Pacific Limited, Richtown Development Limited (BVI), Pacific Andes Resources Development Limited, Clamford Holding Limited (BVI), Pacific Andes International Holdings Limited (Bermuda), and N.S. Hong Investment (BVI) Limited.

7. **Chanery Investment Inc. (BVI).** The only entity that directly owns 10% or more of equity interests in Chanery Investment Inc. (BVI) is China Fisheries International Limited (Samoa). The only entities that indirectly own 10% or more of equity interests in Chanery Investment Inc. (BVI) are Smart Group Limited (Cayman), China Fishery Group Limited (Cayman), Super Investment Limited (Cayman), Zhonggang Fisheries Limited, Golden Target Pacific Limited, Richtown Development Limited (BVI), Pacific Andes Resources Development Limited, Clamford Holding Limited (BVI), Pacific Andes International Holdings Limited (Bermuda), and N.S. Hong Investment (BVI) Limited.

8. **Champion Maritime Ltd (BVI).** The only entity that directly owns 10% or more of equity interests in Champion Maritime Ltd (BVI) is China Fisheries International Limited (Samoa). The only entities that indirectly own 10% or more of equity interests in Champion Maritime Ltd (BVI) are Smart Group Limited (Cayman), China Fishery Group

Limited (Cayman), Super Investment Limited (Cayman), Zhonggang Fisheries Limited, Golden Target Pacific Limited, Richtown Development Limited (BVI), Pacific Andes Resources Development Limited, Clamford Holding Limited (BVI), Pacific Andes International Holdings Limited (Bermuda), and N.S. Hong Investment (BVI) Limited.

9. **Growing Management Limited (BVI)**. The only entity that directly owns 10% or more of equity interests in Growing Management Limited (BVI) is China Fisheries International Limited (Samoa). The only entities that indirectly own 10% or more of equity interests in Growing Management Limited (BVI) are Smart Group Limited (Cayman), China Fishery Group Limited (Cayman), Super Investment Limited (Cayman), Zhonggang Fisheries Limited, Golden Target Pacific Limited, Richtown Development Limited (BVI), Pacific Andes Resources Development Limited, Clamford Holding Limited (BVI), Pacific Andes International Holdings Limited (Bermuda), and N.S. Hong Investment (BVI) Limited.

10. **Target Shipping Limited (HK)**. The only entity that directly owns 10% or more of equity interests in Target Shipping Limited (HK) is China Fisheries International Limited (Samoa). The only entities that indirectly own 10% or more of equity interests in Target Shipping Limited (HK) are Smart Group Limited (Cayman), China Fishery Group Limited (Cayman), Super Investment Limited (Cayman), Zhonggang Fisheries Limited, Golden Target Pacific Limited, Richtown Development Limited (BVI), Pacific Andes Resources Development Limited, Clamford Holding Limited (BVI), Pacific Andes International Holdings Limited (Bermuda), and N.S. Hong Investment (BVI) Limited.

11. **Fortress Agents Limited (BVI)**. The only entity that directly owns 10% or more of equity interests in Fortress Agents Limited (BVI) is China Fisheries International Limited (Samoa). The only entities that indirectly own 10% or more of equity interests in Fortress

Agents Limited (BVI) are Smart Group Limited (Cayman), China Fishery Group Limited (Cayman), Super Investment Limited (Cayman), Zhonggang Fisheries Limited, Golden Target Pacific Limited, Richtown Development Limited (BVI), Pacific Andes Resources Development Limited, Clamford Holding Limited (BVI), Pacific Andes International Holdings Limited (Bermuda), and N.S. Hong Investment (BVI) Limited.

12. **Ocean Expert International Limited (BVI)**. The only entity that directly owns 10% or more of equity interests in Ocean Expert International Limited (BVI) is China Fisheries International Limited (Samoa). The only entities that indirectly own 10% or more of equity interests in Ocean Expert International Limited (BVI) are Smart Group Limited (Cayman), China Fishery Group Limited (Cayman), Super Investment Limited (Cayman), Zhonggang Fisheries Limited, Golden Target Pacific Limited, Richtown Development Limited (BVI), Pacific Andes Resources Development Limited, Clamford Holding Limited (BVI), Pacific Andes International Holdings Limited (Bermuda), and N.S. Hong Investment (BVI) Limited.

13. **Protein Trading Limited (Samoa)**. The only entity that directly owns 10% or more of equity interests in Protein Trading Limited (Samoa) is CFG Peru Investment Pte. Ltd. (Singapore). The only entities that indirectly own 10% or more of equity interests in Protein Trading Limited (Samoa) are Smart Group Limited (Cayman), China Fishery Group Limited (Cayman), Super Investment Limited (Cayman), Zhonggang Fisheries Limited, Golden Target Pacific Limited, Richtown Development Limited (BVI), Pacific Andes Resources Development Limited, Clamford Holding Limited (BVI), Pacific Andes International Holdings Limited (Bermuda), and N.S. Hong Investment (BVI) Limited.

14. **CFG Peru Investment Pte. Ltd. (Singapore)**. The only entity that directly owns 10% or more of equity interests in CFG Peru Investment Pte. Ltd. (Singapore) is Smart Group

Limited (Cayman). The only entities that indirectly own 10% or more of equity interests in CFG Peru Investment Pte. Ltd. (Singapore) are China Fishery Group Limited (Cayman), Super Investment Limited (Cayman), Zhonggang Fisheries Limited, Golden Target Pacific Limited, Richtown Development Limited (BVI), Pacific Andes Resources Development Limited, Clamford Holding Limited (BVI), Pacific Andes International Holdings Limited (Bermuda), and N.S. Hong Investment (BVI) Limited.

15. **Smart Group Limited (Cayman)**. The only entity that directly owns 10% or more of equity interests in Smart Group Limited (Cayman) is China Fishery Group Limited (Cayman). The only entities that indirectly own 10% or more of equity interests in Smart Group Limited (Cayman) are Super Investment Limited (Cayman), Zhonggang Fisheries Limited, Golden Target Pacific Limited, Richtown Development Limited (BVI), Pacific Andes Resources Development Limited, Clamford Holding Limited (BVI), Pacific Andes International Holdings Limited (Bermuda), and N.S. Hong Investment (BVI) Limited.

16. **Super Investment Limited (Cayman)**. The only entities that directly own 10% or more of equity interests in Super Investment Limited (Cayman) are Zhonggang Fisheries Limited and Golden Target Pacific Limited. The only entities that indirectly own 10% or more of equity interests in Super Investment Limited (Cayman) are Richtown Development Limited (BVI), Pacific Andes Resources Development Limited, Clamford Holding Limited (BVI), Pacific Andes International Holdings Limited (Bermuda), and N.S. Hong Investment (BVI) Limited. Super Investment Limited (Cayman) directly owns 10% or more of the equity interests of China Fishery Group Limited (Cayman) which is a publicly traded company.

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Proposed Counsel to the Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: **Chapter 11**

CHINA FISHERY GROUP LIMITED **Case No. _____ ()**
(CAYMAN), et al., **(Joint Administration Pending)**

Debtors.¹

VERIFICATION AS TO STATEMENTS ACCOMPANYING CHAPTER 11 PETITION

I, NG PUAY YEE, pursuant to 28 U.S.C. § 1746, hereby declare under penalty of perjury under the laws of the United States of America as follows:

1. I am the Managing Director of Pacific Andes International Holdings Limited (“PAIH”) and the Chief Executive Officer of China Fishery Group Limited (“CFGL”). PAIH is the indirect parent of CFGL. CFGL is the direct or indirect parent of Smart Group Limited (“Smart Group”), Protein Trading Limited (“Protein Trading”), South Pacific Shipping Agency Limited (“SPSA”), CFG Peru Investments Pte. Ltd. (“CFG Peru Singapore”), Premium Choice Group Limited (“Premium Choice”), Ringston Holdings Limited

¹ The Debtors are N.S. Hong Investment (BVI) Limited (“NS Hong”), Super Investment Limited (Cayman) (“Super Investment”), Pacific Andes International Holdings Limited (Bermuda) (“PAIH”), China Fishery Group Limited (Cayman) (“CFGL”), Smart Group Limited (Cayman) (“Smart Group”), Protein Trading Limited (Samoa) (“Protein Trading”), South Pacific Shipping Agency Limited (BVI) (“SPSA”), CFG Peru Investments Pte. Limited (Singapore) (“CFG Peru Singapore”), China Fisheries International Limited (Samoa) (“CFIL”), Growing Management Limited (BVI) (“Growing Management”), Chanery Investment Inc. (BVI) (“Chanery”), Champion Maritime Limited (BVI) (“Champion”), Target Shipping Limited (HK) (“Target Shipping”), Fortress Agents Limited (BVI) (“Fortress”), CFGL (Singapore) Private Limited (“CFGLPL”) and Ocean Expert International Limited (BVI) (“Ocean Expert”).

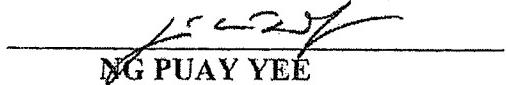
(“Ringston”), China Fisheries International Limited (“CFIL”), Growing Management Limited (“Growing Management”), Chanery Investment Inc. (“Chanery”), Champion Maritime Limited (“Champion”), Target Shipping Limited (“Target Shipping”), Fortress Agents Limited (“Fortress”), CFGL (Singapore) Private Limited (“CFGLPL”) and Ocean Expert International Limited (“Ocean Expert,” and collectively with CFGL, Smart Group, Protein Trading, SPSA, CFG Peru Singapore, Premium Choice, Ringston, CFIL, Growing Management, Chanery, Champion, Target Shipping, Fortress, CFGLPL, the “**CF Group Debtors**”). PAIH is an indirect parent of both the CF Group (as defined and described below) and Super Investment Limited (“**Super Investment**”). N.S. Hong Investment (BVI) Limited (“**NS Hong**”, collectively with PAIH, Super Investment and the CF Group Debtors, the “**Debtors**”) is the majority shareholder of PAIH.

2. On June 30, 2016 (the “**Commencement Date**”), each of the Debtors filed a petition under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). In addition to the cases set forth above, contemporaneously with the filing of the cases by the Debtors, Pacific Andes Resources Development Limited (“**PARD**”), CFG Investment S.A.C., Corporacion Pesquera Inca S.A.C., and Sustainable Fishing Resources S.A.C. each filed a petition under Chapter 15 of the Bankruptcy Code.

3. I have read the statements and lists accompanying the chapter 11 petitions, including the *Creditor Matrix*, *List of Largest Creditors*, and the *Debtors’ Consolidated Corporate Ownership Statement Pursuant To Fed. R. Bankr.P. 1007(A)(1) And 7007.1 And Local Rule 1007-3*.

4. I am informed and believe that the information contained therein is true and accurate to the best of my knowledge, information and belief.

I declare under penalty of perjury under the laws of the United States of America that
the foregoing is true and correct.



Ng PUAY YEE

Executed on June , 2016
in Hong Kong, Special Administrative Region
of the People's Republic of China